

Electronically Recorded

Tarrant County Texas

Official Public Records

12/28/2010 3:30 PM

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Suzanne Henderson

PGS 3 \$24.00

Submitter: SIMPLIFILE

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Electronically Recorded
Chesapeake Operating, Inc.

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

STATE OF TEXAS §
§
COUNTY OF TARRANT §

KNOW ALL MEN BY THESE PRESENTS:

AMENDMENT TO OIL AND GAS LEASEElectronically Recorded
Chesapeake Operating, Inc.

This Amendment of Oil and Gas Lease ("Amendment") is executed by NPOT Partners I, LP, whose address is 1210 Hall Johnson ste 100, Colleyville, TX 76034 ("Lessor"), and Chesapeake Exploration, Ltd., the address of which is P. O. Box 18496, Oklahoma City, Oklahoma 73154-0496 and Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002 (collectively, "Lessee") for the purposes and considerations hereinafter expressed.

WHEREAS, Lessee is the current owner of the interest in and under that certain oil and gas lease (the "Lease") dated June 5, 2008 from Lessor to Dale Property Services, L.L.C., recorded as document number D208217628, Real Property Records, Tarrant County, Texas.

WHEREAS, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake Exploration, L.L.C.'s working interest in the aforementioned Lease and both desires to amend the Lease as follows.

1. **Provision 6 of the lease addendum is hereby deleted in its entirety. Please refer to Paragraph 6 of the lease for pooling authorization.**
2. In the event of a conflict between the terms and provisions of this Lease Amendment and the terms and provisions of the Lease, the terms and conditions of this Lease Amendment shall prevail as to the extent of such conflict.
3. This Lease Amendment shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.
4. This Lease Amendment may be signed in any number of counterparts, each of which shall be considered an original for all purposes, with the same effect as if the signatures thereto and hereto were upon the same instrument.

EXECUTED on the date(s) subscribed to the acknowledgements below, but for all purposes effective as of the Effective Date of the Lease, which is June 5, 2008.

LESSOR:

Shawn Coker, Manager, NPOT Partners I, LP

By: Shawn Coker

Printed Name: Shawn Coker

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.

an Oklahoma limited liability company

By:

[Signature]
Henry J. Hood, Senior Vice President
Land and Legal & General Counsel

OCB
CHM

LESSEE:

TOTAL E&P USA, INC.,

a Delaware corporation

By:

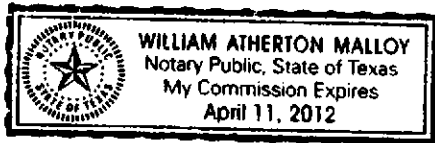
[Signature]
Eric Bonnin, Vice President -
Business Development and Strategy

MB

ACKNOWLEDGEMENTS

STATE OF TEXAS §
 §
 COUNTY OF TARRANT §

This instrument was acknowledged before me on the 29 day of September, 2010, by Shawn Coker, Manager of NPOT Partners I, LP.



[Signature]
 Notary Public
 My Commission Expires: 4-11-2012
 My Commission Number: _____

STATE OF OKLAHOMA §
 §
 COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on this 14th day of October, 2010, by Henry J. Hood, as Senior Vice President – Land & Legal and General Counsel of Chesapeake Operating, Inc., general partner of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.

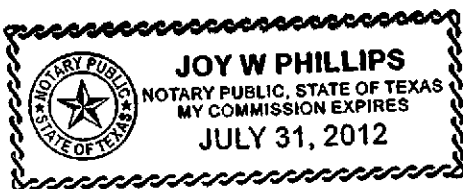


Notary Public, State of OKLAHOMA
 Printed Name: Cori-Dawn Fields
 My commission expires: 5-17-11

STATE OF TEXAS §
 §
 COUNTY OF HARRIS §

Record & Return To:
 Chesapeake Operating, Inc.
 P.O. Box 18496
 Oklahoma City, OK 73154

The foregoing instrument was acknowledged before me this 15th day of December, 2010, by Eric Bonnin as Vice President – Business Development and Strategy of **TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and on behalf of such corporation.



[Signature]
 Notary Public in and for the State of Texas